

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
GENERAL MEDIA, INC., et al., : Case No. 03 B 15078 (SMB)
Debtors. : (Jointly Administered)
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**ORDER PURSUANT TO 11 U.S.C. § 363 AUTHORIZING THE
DEBTORS TO ENTER INTO AN AGREEMENT TO EMPLOY
CRP SERVICES, LLC AS AN INDEPENDENT
CONTRACTOR TO PROVIDE MANAGEMENT SERVICES
FOR THE DEBTORS NUNC PRO TUNC TO AUGUST 12, 2003**

Upon the motion, dated September 16, 2003 (the "Motion"), filed by General Media, Inc. ("GMI") and its affiliated debtor entities, as debtors and debtors in possession (collectively, the "Debtors"), for an order, pursuant to section 363 of title 11 of the United States Code (the "Bankruptcy Code"), authorizing the Debtors to employ CRP Services, LLC ("CRP Services") to provide and perform management services for the Debtors; and in accordance with that certain Agreement, dated as of August 12, 2003, by and among GMI and CRP Services, a copy of which is annexed to the Motion as Exhibit "A"; and upon the affidavit of T. Scott Avila in support of the Motion, a copy of which is annexed as Exhibit "B" to the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 157 and 1334; and due and proper notice of the Motion and the hearing to be held thereon having been served to all parties entitled thereto in accordance with the Federal Rules of Bankruptcy Procedure, and no other or further notice need be given; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates and creditors; and upon the

Motion and all of the proceedings held before the Court; after due deliberation and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. ~~——The Motion is granted.~~ **SMB 10/09/03**
2. GMI is authorized to enter into the Agreement and to employ T. Scott Avila and CRP Services to provide management services to the Debtors on the terms and conditions set forth in the Agreement, nunc pro tunc to August 12, 2003.
3. CRP Services is authorized to appoint T. Scott Avila as the Chief Restructuring Officer of GMI on the terms and conditions set forth in the Agreement, nunc pro tunc to August 12, 2003.
4. CRP Services is authorized to provide up to three (3) individuals, in addition to T. Scott Avila, to work as officers for the Debtors on the terms and conditions set forth in the Agreement, nunc pro tunc to August 12, 2003.
5. CRP Services shall seek payment of fees and disbursements in accordance with sections 330 and 331 of the Bankruptcy Code and any Orders with respect to compensation procedures entered by the Court in the chapter 11 cases.
6. All compensation and reimbursement due to, and other rights of, CRP Services in accordance with the Agreement, including, without limitation, indemnification obligations, shall be treated in the Debtors' chapter 11 cases as allowed administrative expenses in accordance with section 503 of the Bankruptcy Code, provided, however, that CRP Services or its affiliates shall be liable for, and responsible for the payment of any taxes, withholding or otherwise, associated with the payment of compensation and reimbursement for individuals provided by CRP Services.

7. The Court shall retain jurisdiction over any and all disputes arising under or otherwise relating to the construction, performance and enforcement of the terms and conditions of the Agreement.

8. The Agreement and any related agreements, documents or other instruments may be modified, amended or supplemented by the parties thereto in accordance with the terms thereof without further order of the Court, provided that any such modification, amendment or supplement (i) shall be provided to the statutory committee of unsecured creditors appointed in the Debtors' chapter 11 cases prior to execution and (ii) shall have no material adverse effect on the Debtors' estates or their creditors.

9. The requirement pursuant to Local Bankruptcy Rule for the Southern District of New York 9013-1(b) that the Debtors file a memorandum of law in support of the Motion is hereby waived.

Dated: New York, New York
October 9, 2003

/s/ STUART M. BERNSTEIN
HONORABLE STUART M. BERNSTEIN
CHIEF UNITED STATES BANKRUPTCY JUDGE